

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HFS Sub, LLC,

Debtor.

Tax I.D. No. 93-4618177

Chapter 11

Case No. 24-90585 (ARP)

In re:

H-Food Holdings, LLC,

Debtor.

Tax I.D. No. 46-5306072

Chapter 11

Case No. 24-90586 (ARP)

In re:

Hearthside Food Solutions, LLC,

Debtor.

Tax I.D. No. 26-4228653

Chapter 11

Case No. 24-90587 (ARP)

In re:

Peacock Engineering Company II, LLC,

Debtor.

Tax I.D. No. N/A

Chapter 11

Case No. 24-90588 (ARP)

In re:

HFS Matterhorn Topco, Inc.,

Debtor.

Tax I.D. No. 99-0670765

Chapter 11

Case No. 24-90589 (ARP)

<p>In re:</p> <p>Matterhorn Parent, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 82-5254445</p>	<p>Chapter 11</p> <p>Case No. 24-90590 (ARP)</p>
<p>In re:</p> <p>Matterhorn Intermediate, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 82-5271574</p>	<p>Chapter 11</p> <p>Case No. 24-90591 (ARP)</p>
<p>In re:</p> <p>Matterhorn Buyer, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 82-5290335</p>	<p>Chapter 11</p> <p>Case No. 24-90594 (ARP)</p>
<p>In re:</p> <p>Hearthside USA - Corporate, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-4133174</p>	<p>Chapter 11</p> <p>Case No. 24-90595 (ARP)</p>
<p>In re:</p> <p>Hearthside Holdco, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-4596206</p>	<p>Chapter 11</p> <p>Case No. 24-90598 (ARP)</p>

<p>In re:</p> <p>Hearthside Finance Company, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-5408294</p>	<p>Chapter 11</p> <p>Case No. 24-90592 (ARP)</p>
<p>In re:</p> <p>Interbake Foods, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-1837640</p>	<p>Chapter 11</p> <p>Case No. 24-90596 (ARP)</p>
<p>In re:</p> <p>Ryt-way Midco, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-3114388</p>	<p>Chapter 11</p> <p>Case No. 24-90599 (ARP)</p>
<p>In re:</p> <p>Hearthside USA, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-2547655</p>	<p>Chapter 11</p> <p>Case No. 24-90601 (ARP)</p>
<p>In re:</p> <p>Hearthside USA – CPG Partners, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-8082282</p>	<p>Chapter 11</p> <p>Case No. 24-90602 (ARP)</p>

<p>In re:</p> <p>Oak State Products, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 36-2341822</p>	<p>Chapter 11</p> <p>Case No. 24-90604 (ARP)</p>
<p>In re:</p> <p>Standard Functional Foods Group, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 62-0924160</p>	<p>Chapter 11</p> <p>Case No. 24-90606 (ARP)</p>
<p>In re:</p> <p>Quality Bakery Products, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-4220528</p>	<p>Chapter 11</p> <p>Case No. 24-90593 (ARP)</p>
<p>In re:</p> <p>Toll Packaging Services LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-0695955</p>	<p>Chapter 11</p> <p>Case No. 24-90597 (ARP)</p>
<p>In re:</p> <p>Ryt-way Industries, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-3160783</p>	<p>Chapter 11</p> <p>Case No. 24-90600 (ARP)</p>

<p>In re:</p> <p>Matterhorn Sub, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. N/A</p>	<p>Chapter 11</p> <p>Case No. 24-90603 (ARP)</p>
<p>In re:</p> <p>Peacock Foods LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. N/A</p>	<p>Chapter 11</p> <p>Case No. 24-90605 (ARP)</p>
<p>In re:</p> <p>Hearthside USA – Produce & Foodservice, LLC,</p> <p style="text-align: center;">Debtor.</p> <p>Tax I.D. No. 26-3160783</p>	<p>Chapter 11</p> <p>Case No. 24-90607 (ARP)</p>

**DEBTORS’ EMERGENCY MOTION FOR ENTRY
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 1:00 p.m. (prevailing Central Time) on November 25, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on November 25, 2024 at 1:00 p.m. (prevailing Central Time) in Courtroom 400, 515 Rusk Street, Houston, Texas 77002.

Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court’s dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez’s conference room number is 282694. Video communication will be by use of the GoTo platform. Connect via the free GoTo application or click the link on Judge Perez’s home page. The meeting code is “JudgePerez”. Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the “Electronic Appearance” link on Judge Perez’s home page. Select the case name, complete the required fields and click “Submit” to complete your appearance.

H-Food Holdings, LLC and its affiliated debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) in the above-captioned chapter 11 cases, by and through their undersigned proposed counsel, hereby submit this motion (this “Motion”) for entry of an order granting the relief described below. In support hereof, the Debtors rely on the *Declaration of Robert M. Caruso, Chief Restructuring Officer of the Debtors, in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”)¹ filed concurrently herewith, and further represent as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over these cases, the Debtors, property of the Debtors’ estates, and this matter under 28 U.S.C. § 1334.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these Chapter 11 Cases and this Motion is proper in this district under 28 U.S.C. §§ 1408 and 1409.

3. The statutory and other bases for the relief requested herein are sections 105(a) and 342(c) of title 11 of the United States Code, as amended (the “Bankruptcy Code”), rules 1005 and 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

BACKGROUND

4. On November 22, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors remain in possession of their property and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

5. Founded in 2009 in Grand Rapids, Michigan, the Debtors are a world-class contract manufacturer of food products, producing and supplying, among other things, nutrition bars, frozen packaged foods, meal kits, snacks, sauces, refrigerated trays, overwrap, custom packaging solutions, and more to customers. As the largest food co-manufacturer in North America, the Debtors manufacture some of the most valued and recognizable brands, and the Debtors’ key customers include many of the leading consumer packaged goods customers in North America.

6. Additional factual background regarding the Debtors, including their business operations, their corporate and capital structure, and the events leading to the filing of these chapter 11 cases, is set forth in detail in the First Day Declaration, filed concurrently herewith and incorporated herein by reference.

RELIEF REQUESTED

7. The Debtors seek entry of an order, substantially in the attached form (the “Order”), (a) directing procedural consolidation and joint administration of these Chapter 11 Cases; and (b) granting related relief. Specifically, the Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case of H-Food Holdings, LLC, Case No. 24-90586 (ARP), and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

H-Food Holdings, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90586 (ARP)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: HFS Sub, LLC (8177); H-Food Holdings, LLC (6072); Hearthside Food Solutions, LLC (8653); Peacock Engineering Company II, LLC (N/A); HFS Matterhorn Topco, Inc. (0765); Matterhorn Parent, LLC (4445); Matterhorn Intermediate, LLC (1574); Matterhorn Buyer, LLC (0335); Hearthside USA - Corporate, Inc. (3174); Hearthside Holdco, LLC (6206); Hearthside Finance Company, Inc. (8294); Interbake Foods, LLC (7640); Ryt-way Midco, LLC (4388); Hearthside USA, LLC (7655); Hearthside USA – CPG Partners, LLC (2282); Oak State Products, LLC (1822); Standard Functional Foods Group, LLC (4160); Quality Bakery Products, LLC (0528); Toll Packaging Services LLC (5955); Ryt-way Industries, LLC (0783); Matterhorn Sub, LLC (N/A); Peacock Foods LLC (N/A); and Hearthside USA – Produce & Foodservice, LLC (0783). The Debtors' service address is 3333 Finley Road, Suite 800, Downers Grove, IL 60515.

8. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

9. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than H-Food Holdings, LLC, to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in this case in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas directing the procedural consolidation and joint administration of the chapter 11 cases of H-Food Holdings, LLC, *et al.* The docket in **Case No. 24-90586 (ARP)** should be consulted for all matters affecting this case. The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order: HFS Sub, LLC, Case No. 24-90585 (ARP); H-Food Holdings, LLC, Case No. 24-90586 (ARP); Hearthside Food Solutions, LLC, Case No. 24-24-90587 (ARP); Peacock Engineering Company II, LLC,

Case No. 24-90588 (ARP); HFS Matterhorn Topco, Inc. Case No. 24-90589 (ARP); Matterhorn Parent, LLC, Case No. 24-90590 (ARP); Matterhorn Intermediate, LLC, Case No. 24-90591 (ARP); Matterhorn Buyer, LLC, Case No. 24-90594 (ARP); Hearthside USA - Corporate, Inc., Case No. 24-90595 (ARP); Hearthside Holdco, LLC, Case No. 24-90598 (ARP); Hearthside Finance Company, Inc., Case No. 24-90592 (ARP); Interbake Foods, LLC, Case No. 24-90596 (ARP); Ryt-way Midco, LLC, Case No. 24-90599 (ARP); Hearthside USA, LLC, Case No. 24-90601 (ARP); Hearthside USA – CPG Partners, LLC, Case No. 24-90602 (ARP); Oak State Products, LLC, Case No. 24-90604 (ARP); Standard Functional Foods Group, LLC, Case No. 24-90606 (ARP); Quality Bakery Products, LLC, Case No. 24-90593 (ARP); Toll Packaging Services LLC, Case No. 24-90597 (ARP); Ryt-way Industries, LLC, Case No. 24-90600 (ARP); Matterhorn Sub, LLC, Case No. 24-90603 (ARP); Peacock Foods LLC, Case No. 24-90605 (ARP); and Hearthside USA – Produce & Foodservice, LLC, Case No. 24-90607 (ARP). **All further pleadings and other papers shall be filed, and all further docket entries shall be made, in Case No. 24-90586 (ARP).**

BASIS FOR RELIEF

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced these Chapter 11 Cases are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

11. Further, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these Chapter 11 Cases. *See* Local Rule 1015-1 (stating the procedure for filing motions and proposed orders for joint administration). The Debtors have filed this motion in compliance with the Local Rules.

12. Joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many

of the motions, hearings, and orders in these Chapter 11 Cases will affect each Debtor entity. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the U.S. Trustee for the Southern District of Texas and all parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

13. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. Accordingly, the joint administration of these Chapter 11 Cases is in the best interests of the Debtors' estates, their creditors, and all other parties in interest.

EMERGENCY CONSIDERATION

14. The Debtors respectfully request emergency consideration of this Motion pursuant to Local Rule 9013-1(i). The Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and the success of these chapter 11 cases. As discussed in detail above and in the First Day Declaration, immediate and irreparable harm would result if the relief requested herein is not granted. Moreover, the Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance. Failure to receive the applicable relief during the first twenty-one (21) days of the chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the standard of Local Rule 9013-1(i) and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

NOTICE

15. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the United States Attorney's Office for the Southern District of Texas; (c) the state attorneys general for all states in which the Debtors conduct business; (d) the Internal Revenue Service; (e) the holders of the thirty largest unsecured claims against the Debtors on a consolidated basis; (f) counsel to the 1L AHG; (g) the First Lien Agent; (h) counsel to the 2L AHG; (i) the Second Lien Agent; (j) counsel to the Notes AHG; (k) the Unsecured Notes Indenture Trustee; (l) counsels to the Sponsors; (m) the Texas Comptroller of Public Accounts; (n) the Texas Secretary of State; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that, in light of the nature of the relief requested, no further notice is necessary.

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CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto, and grant such other relief to the Debtors as the Court may deem just and proper.

Dated: November 22, 2024
Houston, Texas

PORTER HEDGES LLP

/s/ John F. Higgins

John F. Higgins (TX Bar No. 09597500)
M. Shane Johnson (TX Bar No. 24083263)
Jack M. Eiband (TX Bar No. 24135185)
1000 Main St., 36th Floor
Houston, Texas 77002
Telephone: (713) 226-6000
Facsimile: (713) 228-1331
Email: jhiggins@porterhedges.com
sjohnson@porterhedges.com
jeiband@porterhedges.com

ROPES & GRAY LLP

Ryan Preston Dahl (*pro hac vice* admission pending)
Matthew M. Roose (*pro hac vice* admission pending)
Natasha S. Hwangpo (*pro hac vice* admission pending)
1211 Avenue of the Americas
New York, New York 10036
Telephone: (212) 596-9000
Facsimile: (212) 596-9090
E-mail: ryan.dahl@ropesgray.com
matthew.roose@ropesgray.com
natasha.hwangpo@ropesgray.com

ROPES & GRAY LLP

Stephen L. Iacovo (*pro hac vice* admission pending)
191 North Wacker Drive, 32nd Floor
Chicago, Illinois 60606
Telephone: (312) 845-1200
Facsimile: (312) 845-5500
E-mail: stephen.iacovo@ropesgray.com

Proposed Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF ACCURACY

I certify that the foregoing statements are true and accurate to the best of my knowledge.
This statement is being made pursuant to Local Rule 9013-1(i).

/s/ Robert M. Caruso

Robert M. Caruso

CERTIFICATE OF SERVICE

I certify that on November 22, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins